

EXHIBIT D

(Weil Compensation)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
Aliseo, N	6927	5.10	\$160.00	816.00
Amponsah, D	6828	3.50	\$200.00	700.00
Arons, A	5318	0.50	\$355.00	177.50
Benfield, B	5560	0.40	\$355.00	142.00
Berkovich, R	3331	1.90	\$630.00	1,197.00
		1.20	\$725.00	870.00
Brooks, R	5334	160.50	\$355.00	56,977.50
		25.50	\$455.00	11,602.50
Burns, G	1100	0.70	\$465.00	325.50
Castillero, F	6820	5.50	\$170.00	935.00
Christensen, E	1535	0.20	\$415.00	83.00
Falabella, P	1200	1.10	\$415.00	456.50
George, C	7331	74.90	\$210.00	15,729.00
		19.10	\$240.00	4,584.00
Hausman, J	7374	124.00	\$230.00	28,520.00
		38.80	\$260.00	10,088.00
Hines, N	5280	0.40	\$415.00	166.00
Karotkin, S	0080	12.00	\$950.00	11,400.00
		2.60	\$990.00	2,574.00
Kim, A	7410	3.80	\$160.00	608.00
Lederman, E	1669	3.70	\$500.00	1,850.00
Lee, K	6746	46.40	\$245.00	11,368.00
		7.30	\$275.00	2,007.50
Mehta, M	7364	68.00	\$160.00	10,880.00
		14.50	\$180.00	2,610.00
Meises, M	0487	34.80	\$650.00	22,620.00
		19.70	\$700.00	13,790.00
Miller, H	0020	5.60	\$950.00	5,320.00
		2.30	\$990.00	2,277.00
Pae, J	1455	2.20	\$415.00	913.00
Prindle, K	6718	42.00	\$180.00	7,560.00
		15.60	\$200.00	3,120.00
Rodriguez, I	6558	126.70	\$180.00	22,806.00
		38.40	\$200.00	7,680.00
Sam, M	7689	0.30	\$235.00	70.50
Siebel, P	6835	23.50	\$210.00	4,935.00
Smolinsky, J	0663	9.50	\$825.00	7,837.50
		1.30	\$900.00	1,170.00
		943.50		\$276,766.00

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MATTER NAME	HOURS	FEES
Administrative Claims	0.30	70.50
Bar Date Motion and Claims Reconciliation Issues	0.20	91.00
Case Administration	5.90	3,711.00
DIP Financing / Cash Collateral	0.50	90.00
Non-Bankruptcy Litigation	0.60	451.00
US Trustee Issues/Meetings/Communications	3.40	3,230.00
WG&M Retention/Billing/Fee Applications	932.60	269,122.50
	943.50	\$276,766.00

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6927 Aliseo, N	\$160.00	11/13/09	Fri	2.70	2.70	432.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE OCTOBER BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$160.00	11/16/09	Mon	2.40	2.40	384.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING DEPARTMENT EDITS TO BILLING SUMMARY REPORT FOR I. RODRIGUEZ</u>
	NUMBER OF ENTRIES:	2		5.10	816.00		
6828 Amponsah, D	\$200.00	01/29/10	Fri	3.50	3.50	700.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT.</u>
	NUMBER OF ENTRIES:	1		3.50	700.00		
5318 Arons, A	\$355.00	11/06/09	Fri	0.50	0.50	177.50	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>DRAFT AND REVIEW DESCRIPTION OF MATTERS WORKED ON FOR FEE APPLICATION</u>
	NUMBER OF ENTRIES:	1		0.50	177.50		
5560 Benfield, B	\$355.00	11/09/09	Mon	0.20	0.20	71.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>DRAFT EMAIL TO R. BROOKS RE: SUMMARY OF AUTOMATIC STAY WORK PERFORMED FOR USE IN WEIL FEE APPLICATION</u>

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WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE		ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5560 Benfield, B	\$355.00	11/09/09	Mon	4.20	0.10	35.50	0.10	MATTER NAME: Non-Bankruptcy Litigation 1 CALL WITH ATTORNEY FROM LAVIN RE: BILLING MOTORS LIQUIDATION COMPANY FOR WORK ON PREPETITION CASES (.1);
							0.20	2 REVIEW EMAILS WITH J. OSTERMAN AND D. RADLAUER RE: PROPOSED JOINT DEFENSE AGREEMENT IN COUPLED PRODUCTS CASE (.2);
							0.20	3 RESPOND TO QUESTION FROM S. CLAIRE AT KING & SPALDING RE: INFORMATION ABOUT BANKRUPTCY CASE (.2);
							0.10	4 CALL WITH P. ANDERSON RE: BONAWELL V. MOTORS LIQUIDATION COMPANY, WARRANTY CASE (.1);
							0.30	5 CALL WITH H. COHEN AND S. KANTORWITZ RE: QUESTION ABOUT WARRANTY CASE (.3);
							0.50	6 REVIEW MOTION TO SUBSTITUTE IN NEW GM PER HER REQUEST (.5);
							0.10	7 REVIEW EMAILS RE: SETTLEMENT WITH NATIONWIDE HOLDINGS (.1);
							1.50	8 REVIEW AND SUMMARIZE DOCUMENTS FROM CASE AGAINST NEW GM TRANSFERRED TO BANKRUPTCY CASE (1.5);
							0.10	9 REVIEW EMAILS WITH TEAM RE: SAME (.1);
							0.30	10 REVIEW DOCUMENTS FROM LAVIN RE: M&M CASE AND EMAIL ANALYSIS OF SAME TO C. BASLER (.3);
							0.20	11 REVIEW AND RESPOND TO QUESTION FROM O. CELESTINE RE: SUBPOENA (.2);
							0.10	12 REVIEW AND RESPOND TO PLAINTIFF'S MOTION TO SEVER IN JEFFERS CASE (.1);
							0.10	13 REVIEW AND RESPOND TO NOTICE OF MOTION SERVED ON MOTORS LIQUIDATION COMPANY (.1);
							0.20	14 REVIEW AND COMMENT ON NEW GM'S PROPOSED RESPONSE TO SETTLEMENT IN DEMASSI CASE (.2);
							0.10	15 SEND EMAIL TO K. FIELDER RE: SUBPOENA IN DINGMAN CASE (.1);
							0.10	16 REVIEW AND RESPOND TO W. HAIR RE: LETTER SENT TO MOTORS LIQUIDATION COMPANY IN E. MALLORY CASE (.1).
							0.10	2 SEND EMAIL TO R. BROOKS RE: LAVIN'S QUESTION ABOUT BILLING FOR PREPETITION LITIGATION WORK (.1);
							0.10	3 CALL WITH PLAINTIFF'S ATTORNEY RE: DISMISSAL OF MOTORS LIQUIDATION COMPANY FROM CASE (.1);
							0.10	4 REVIEW AND RESPOND TO EMAIL FROM M. PIERONI RE: PREPETITION LAWSUIT (.1);
							0.20	5 UPDATE CASE TRACKING SPREADSHEET RE: DISMISSALS OF MOTORS LIQUIDATION COMPANY (.2);
							0.30	6 REVIEW COMPLAINT IN LOVETT CASE AGAINST MOTORS LIQUIDATION COMPANY (.3);
							0.10	7 REVIEW AND RESPOND TO LETTERS RE: BRUNSON'S TENDER OF DEFENSE (.1);
							0.40	8 REVIEW AND RESPOND TO LIST OF ITEMS SERVED ON MOTORS LIQUIDATION COMPANY IN LAST WEEK (.4).
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Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
3331 Berkovich, R	\$630.00	10/27/09	Tue	0.50	0.50	315.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AUGUST BSR.
	\$630.00	12/12/09	Sat	0.40	0.40	252.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW FEES FOR NOVEMBER.
	\$630.00	12/14/09	Mon	0.40	0.40	252.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW GM BILL FOR NOVEMBER (.3); 0.10 2 CONFER WITH R. BROOKS RE: SAME (.1).
	\$725.00	01/11/10	Mon	0.50	0.50	362.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE DECEMBER BILLING SUMMARY REPORT.
	\$725.00	01/28/10	Thu	0.70	0.70	507.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER BILLING SUMMARY REPORT.
NUMBER OF ENTRIES:			7	3.10	2,067.00		
5334 Brooks, R	\$355.00	10/01/09	Thu	0.90	0.90	319.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.60 1 COORDINATE PREPARATION OF AUGUST MONTHLY FEE STATEMENT (.6); 0.30 2 RESPOND TO EMAILS RE: SAME (.3).
	\$355.00	10/02/09	Fri	1.40	1.40	497.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE PREPARATION OF MONTHLY FEE STATEMENT BILLING STATEMENT RECORD REVIEW
	\$355.00	10/05/09	Mon	0.80	0.80	284.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/06/09	Tue	0.30	0.30	106.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.20 1 RESPOND TO EMAILS RE: WGM PROFESSIONAL FEES (.2); 0.10 2 REVIEW WGM MONTHLY FEE STATEMENT RE: SAME (.1).
	\$355.00	10/08/09	Thu	0.60	0.60	213.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 RESPOND TO EMAILS RE: PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/12/09	Mon	0.10	0.10	35.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 RESPOND TO EMAILS RE: PREPARATION OF WGM SEPTEMBER MONTHLY FEE STATEMENT

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WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	10/13/09	Tue	0.20	0.20	71.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/14/09	Wed	0.10	0.10	35.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CALL WITH J. CHANG RE: COORDINATING WGM SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/16/09	Fri	0.10	0.10	35.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 RESPOND TO EMAILS RE: WGM FEE APPLICATION.
	\$355.00	10/19/09	Mon	0.10	0.10	35.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/19/09	Mon	0.50	0.50	177.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 DRAFT MEMORANDA RE: WGM FEE APPLICATION (.2); 0.10 2 CONFERENCE WITH G. MORGAN RE: FEE APPLICATIONS (.1); 0.20 3 DRAFT AND REVISE FEE APPLICATION EMAIL TO PROFESSIONALS (.2).
	\$355.00	10/20/09	Tue	0.10	0.10	35.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT
	\$355.00	10/22/09	Thu	1.80	1.80	639.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CONFERENCE WITH M. MEISES RE: WGM FEE APPLICATION EMAIL TO PROFESSIONALS (.1); 1.40 2 DRAFT AND REVISE EMAIL RE: SAME (.1.4); 0.20 3 CALL WITH M. MEISES RE: SAME (.2); 0.10 4 RESPOND TO EMAILS RE: SAME (.1).
	\$355.00	10/23/09	Fri	2.10	2.10	745.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 DRAFT AND REVISE WGM FEE APPLICATION (1.1); 0.10 2 TELECONFERENCE WITH J. SAPP RE: SAME (.1); 0.20 3 TELECONFERENCE WITH Z. WIN RE: SAME (.2); 0.20 4 TELECONFERENCE WITH S. SINGH RE: (.2); 0.50 5 CONFERENCE WITH M. MEISES RE: (.5);
	\$355.00	10/27/09	Tue	5.20	5.20	1,846.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE FIRST WGM FEE APPLICATION (1.6); 1.00 2 CONFERENCE WITH J. SMOLINSKY AND S. KAROTKIN (PARTIAL ATTENDANCE) RE: SAME (1.0); 0.30 3 REVIEW NOTES RE: SAME (.3); 2.30 4 CONFERENCE WITH J. SMOLINSKY RE: SAME (2.3).

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WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	10/28/09	Wed	1.80	1.80	639.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT (.4);
							2 DRAFT EMAILS RE: SAME (.3);
							3 REVIEW AND RESPOND TO EMAILS RE: FEE APPLICATION CRITERIA FROM US TRUSTEE (.4);
							4 RESPOND TO EMAIL RE: SERVICE OF MONTHLY LETTER TO OBJECTORS (.2);
	\$355.00	10/29/09	Thu	0.50	0.50	177.50	5 CONDUCT RESEARCH RE: SAME (.5).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF WGM SEPTEMBER MONTHLY FEE STATEMENT.
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF WGM SEPTEMBER MONTHLY FEE STATEMENT (.4);
	\$355.00	10/30/09	Fri	2.50	2.50	887.50	2 REVISE WGM FIRST FEE APPLICATION (2.1).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FIRST FEE APPLICATION.
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FEE APPLICATION
	\$355.00	11/01/09	Sun	4.90	4.90	1,739.50	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT (.6);
							2 CALL WITH Z. WINN RE: UPDATING MASTER RETENTION CHECKLIST FOR CONFLICTS DISCLOSURE PURPOSES (.1);
							3 CONFERENCE WITH M. MEISES RE: PREPARATION OF SEPTEMBER MONTHLY FEE STATEMENT (.1);
							4 CONFERENCE WITH I. RODRIGUEZ RE: SAME (.1);
	\$355.00	11/02/09	Mon	3.30	3.30	1,171.50	5 REVISE WGM FEE APPLICATION (.6);
							6 DRAFT MEMOS RE: SAME (.2);
							7 CONFERENCE WITH J. SMOLINSKY RE: SAME (1.6).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 CONFERENCE WITH K. LEE, AND BILLING DEPARTMENT (G. FUJII) (PARTIAL ATTENDANCE) (.3);
	\$355.00	11/03/09	Tue	3.20	3.20	1,136.00	2 PREPARE SEPTEMBER MONTHLY FEE STATEMENT (2.2);
							3 CALL WITH BILLING DEPARTMENT (J. CHANG) RE: US TRUSTEE ELECTRONIC FEE APPLICATION SUBMISSION GUIDELINES (.4);
							4 RESEARCH ISSUES RE: SAME (.2);
							5 REVISE WGM FEE APPLICATION (.1)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	11/04/09	Wed	4.80	4.80	1,704.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FEE APPLICATION (4.1);
							2 REVISE MASTER RETENTION CHECKLIST (4);
							3 CALL WITH S. KAROTKIN AND J. SMOLINSKY (PARTIAL ATTENDANCE) RE: US TRUSTEE ELECTRONIC FEE GUIDELINES (2);
	\$355.00	11/05/09	Thu	6.40	6.40	2,272.00	4 CALL WITH K. LEE RE: WGM FEE APPLICATION (1).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF OCTOBER MONTHLY FEE STATEMENT (2.0);
							2 DRAFT MEMOS RE: SAME (2);
	\$355.00	11/06/09	Fri	7.10	7.10	2,520.50	3 CONFERENCE WITH E. LEDERMAN RE: US TRUSTEE ELECTRONIC FEE APPLICATION GUIDELINES (1);
							4 REVISE WGM FIRST FEE APPLICATION (3.9);
							5 CONFERENCE WITH K. LEE RE: WGM FIRST FEE APPLICATION (2).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/09/09	Mon	6.40	6.40	2,272.00	1 REVIEW AND REVISE WGM FIRST FEE APPLICATION
							MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/09/09	Mon	0.20	0.20	71.00	1 CALL WITH CREDITORS COMMITTEE (J. SHERRIT) RE: FEE APPLICATION (1);
							2 DRAFT MEMO TO TEAM RE: SAME (1)
	\$355.00	11/10/09	Tue	6.60	6.60	2,343.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FIRST FEE APPLICATION (5.6);
							2 COORDINATE PREPARATION OF OCTOBER MONTHLY FEE STATEMENT (7);
	\$355.00	11/11/09	Wed	4.10	4.10	1,455.50	3 REVIEW EMAILS WITH R. BERKOVICH AND SMOLINSKY RE: WGM FIRST FEE APPLICATION (3).
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FIRST FEE APPLICATION (2.3);
	\$355.00	11/11/09	Wed	3.10	3.10	1,100.50	2 CALL WITH K. LEE RE: SAME (5);
							3 RESPOND TO EMAILS FROM PROFESSIONALS RE: FIRST FEE APPLICATION (1.3)
	\$355.00	11/11/09	Wed	3.10	3.10	1,100.50	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 DRAFT MONTHLY SUMMARY LETTER TO OBJECTORS RE: PROFESSIONALS' MONTHLY FEE STATEMENT AMOUNTS.

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WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE		ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	11/12/09	Thu	6.80	6.80	2,414.00	5.80	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVISE WGM FRIST FEE APPLICATION (5.8);</u>
							0.60	2 <u>REVIEW EMAILS RE: SAME (6);</u>
							0.40	3 <u>COORDINATE PREPARATION OF OCTOBER MONTHLY FEE STATEMENT (4);</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/16/09	Mon	2.00	2.00	710.00	0.30	1 <u>DRAFT NOTICE OF CHANGE IN DATE OF FIRST FEE HEARING (3);</u>
							1.70	2 <u>REVISE WGM FEE APPLICATION (1.7).</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/17/09	Tue	1.60	1.60	568.00	0.20	1 <u>RESPOND TO EMAILS RE: CHANGE OF FIRST FEE APPLICATION HEARING (2);</u>
							0.70	2 <u>REVISE WGM FIRST FEE APPLICATION (.7);</u>
						0.30	3 <u>RESEARCH ISSUES RE: APPOINTMENT OF A FEE EXAMNIER (3);</u>	
						0.40	4 <u>REVISE EMAIL TO PROFESSIONALS RE: CHANGE IN FEE APPLICATION HEARING DATE (4).</u>	
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/18/09	Wed	5.60	5.60	1,988.00	5.40	1 <u>REVISE WGM FIRST FEE APPLICATION (5.4);</u>
							0.20	2 <u>CALL WITH K. LEE RE: SAME (2).</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/19/09	Thu	3.20	3.20	1,136.00	1.00	1 <u>REVISE WGM FIRST FEE APPLICATION (1.0);</u>
							2.10	2 <u>COORDINATE PREPARATION OF OCTOBER MONTHLY FEE STATEMENT (2.1);</u>
							0.10	3 <u>CONFERENCE WITH K. LEE RE: SAME (.1).</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/19/09	Thu	3.10	3.10	1,100.50		1 <u>REVISE WGM FIRST FEE APPLICATION</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/23/09	Mon	6.60	6.60	2,343.00	0.30	1 <u>CONFERENCE WITH M. MEISES RE: WGM FIRST FEE APPLICATION (.3);</u>
							6.30	2 <u>REVISE WGM FIRST FEE APPLICATION (6.3);</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/24/09	Tue	6.50	6.50	2,307.50		1 <u>REVISE WGM FIRST FEE APPLICATION</u>
								MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$355.00	11/25/09	Wed	6.20	6.20	2,201.00		1 <u>REVISE WGM FIRST FEE APPLICATION</u>

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WEIL COMPENSATION

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	12/01/09	Tue	1.20	1.20	426.00	0.20
							1.00
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 DRAFT MEMORANDUM TO C. BASLER RE: OCTOBER AND NOVEMBER FEES (.2);
							2 REVISE WGM FEE APPLICATION (1.0)
	\$355.00	12/02/09	Wed	1.10	1.10	390.50	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FIRST FEE APPLICATION
	\$355.00	12/08/09	Tue	0.10	0.10	35.50	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 RESPOND TO MEMORANDA FROM ALIX PARTNERS SERVICES (C. BASSLER) RE: WGM FEE APPLICATION
	\$355.00	12/09/09	Wed	0.80	0.80	284.00	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF OCTOBER AND NOVEMBER MONTHLY FEE STATEMENT
	\$355.00	12/09/09	Wed	0.50	0.50	177.50	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FEE APPLICATION.
	\$355.00	12/10/09	Thu	0.10	0.10	35.50	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 PREPARE NOVEMBER WGM MONTHLY FEE STATEMENT
	\$355.00	12/14/09	Mon	5.70	5.70	2,023.50	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE WGM FIRST FEE APPLICATION
	\$355.00	12/14/09	Mon	1.00	1.00	355.00	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 COORDINATE PREPARATION OF NOVEMBER MONTHLY FEE STATEMENT
	\$355.00	12/15/09	Tue	0.40	0.40	142.00	
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 PREPARE NOVEMBER WGM MONTHLY FEE STATEMENT
	\$355.00	12/15/09	Tue	5.70	5.70	2,023.50	5.10
							0.20
							0.10
							0.30
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVIEW AND REVISE WGM FIRST FEE APPLICATION (5.1);
							2 CALL WITH K. LEE RE: OCTOBER MONTHLY FEE STATEMENT (.2);
							3 CALL WITH G. FUJII IN BILLING RE: MONTHLY FEE STATEMENT (.1);
							4 CALL WITH I. RODRIGUEZ RE: SAME (.3)
	\$355.00	12/16/09	Wed	3.80	3.80	1,349.00	3.60
							0.20
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVIEW AND REVISE WGM FIRST FEE APPLICATION (3.6);
							2 CALL WITH K. LEE RE: SAME (.2)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	12/16/09	Wed	1.30	1.30	461.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE OCTOBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/17/09	Thu	2.60	2.60	923.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVIEW AND REVISE WGM FIRST FEE APPLICATION</u>
	\$355.00	12/17/09	Thu	2.00	2.00	710.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE OCTOBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/18/09	Fri	3.10	3.10	1,100.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVIEW AND REVISE OCTOBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/21/09	Mon	3.40	3.40	1,207.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE OCTOBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/21/09	Mon	0.20	0.20	71.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE NOVEMBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/22/09	Tue	0.60	0.60	213.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVISE WGM FIRST FEE APPLICATION</u>
	\$355.00	12/22/09	Tue	0.30	0.30	106.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE OCTOBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/28/09	Mon	0.30	0.30	106.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE NOVEMBER MONTHLY FEE STATEMENT</u>
	\$355.00	12/28/09	Mon	1.30	1.30	461.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVISE FIRST WGM FEE APPLICATION</u>
	\$355.00	12/29/09	Tue	8.40	8.40	2,982.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVISE WGM FIRST FEE APPLICATION</u>
	\$355.00	12/29/09	Tue	0.60	0.60	213.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>REVIEW WGM RETENTION PAPERWORK RE: WGM FIRST FEE APPLICATION</u>
	\$355.00	12/30/09	Wed	0.30	0.30	106.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 <u>PREPARE NOVEMBER MONTHLY FEE STATEMENT</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$355.00	12/30/09	Wed	2.20	2.20	781.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION
	\$355.00	12/31/09	Thu	2.10	2.10	745.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION
	\$455.00	01/04/10	Mon	0.20	0.20	91.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE NOVEMBER MONTHLY FEE STATEMENT
	\$455.00	01/04/10	Mon	2.10	2.10	955.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION (2.0); 0.10 2 CALL WITH T. STENGER (ALIXPARTNERS SERVICES) RE: WGM FEE APPLICATION (.1)
	\$455.00	01/05/10	Tue	3.00	3.00	1,365.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FEE APPLICATION (2.5); 0.30 2 CALL WITH BILLING DEPARTMENT RE: SAME (.3); 0.20 3 CONFER WITH K. LEE AND BILLING DEPARTMENT RE: SAME (PARTIAL ATTENDANCE) (.2)
	\$455.00	01/06/10	Wed	1.20	1.20	546.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.20 1 CONFER WITH K. LEE RE: WGM FIRST FEE APPLICATION (.2); 1.00 2 REVISE WGM FIRST FEE APPLICATION (1.0)
	\$455.00	01/06/10	Wed	0.10	0.10	45.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE NOVMEBER MONTHLY FEE STATEMENT
	\$455.00	01/07/10	Thu	3.70	3.70	1,683.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION
	\$455.00	01/07/10	Thu	0.80	0.80	364.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE FEBRUARY BUDGET FOR FEE EXAMINER
	\$455.00	01/08/10	Fri	0.60	0.60	273.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.20 1 TELEPHONE CONFERENCE WITH S. BUDD (ALIX PARTNERS SERVICES) RE: BILLING REQUIREMENTS FROM MOTORS LIQUIDATION COMPANY'S BOARD OF DIRECTORS (.2); 0.40 2 INCORPORATE COMMENTS INTO MONTHLY BILLS RE: SAME (.4)
	\$455.00	01/08/10	Fri	1.70	1.70	773.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION (1.2); 0.50 2 PREPARE NOVEMBER MONTHLY FEE STATEMENT (.5)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00	01/08/10	Fri	0.60	0.60	273.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE MONTHLY PROPOSED BUDGET FOR FEE EXAMINER
	\$455.00	01/09/10	Sat	0.10	0.10	45.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW MEMORANDA RE: WGM FEE APPLICATION
	\$455.00	01/11/10	Mon	0.70	0.70	318.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE PROPOSED FEBRUARY BUDGET FOR FEE EXAMINER
	\$455.00	01/11/10	Mon	0.20	0.20	91.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE DECEMBER MONTHLY FEE STATEMENT
	\$455.00	01/11/10	Mon	0.40	0.40	182.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FEE APPLICATION
	\$455.00	01/11/10	Mon	0.30	0.30	136.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 RESEARCH ISSUES RE: WGM FIRST FEE APPLICATION
	\$455.00	01/12/10	Tue	0.50	0.50	227.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE BUDGET FOR FEE EXAMINER (.3); 0.20 2 REVISE WGM FIRST FEE APPLICATION (.2)
	\$455.00	01/13/10	Wed	3.30	3.30	1,501.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE WGM FIRST FEE APPLICATION (2.6); 0.30 2 DRAFT E-MAILS TO COURT, U.S. TRUSTEE, CREDITORS' COMMITTEE, AND FEE EXAMINER RE: SAME (.3); 0.40 3 TELEPHONE CONFERENCE WITH M. MEISES RE: FEE APPLICATION (.4)
	\$455.00	01/13/10	Wed	0.60	0.60	273.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE FERUARY BUDGET FOR THE FEE EXAMINER
	\$455.00	01/18/10	Mon	1.40	1.40	637.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 RESPOND TO EMAILS RE: WEIL'S MONTHLY FEE STATEMENT (.3); 1.10 2 PREPARE REPORTS FOR MOTORS LIQUIDATION COMPANY BOARD OF DIRECTORS RE: SAME (1.1)
	\$455.00	01/19/10	Tue	0.30	0.30	136.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE SUMMARY MATERIALS FOR MOTORS LIQUIDATION COMPANY BOARD OF DIRECTORS RE: OCTOBER MONTHLY FEE STATEMENT

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
5334 Brooks, R	\$455.00	01/19/10	Tue	0.60	0.20	91.00	0.20
							0.30
							0.10
							<i>MATTER NAME: Bar Date Motion and Claims Reconciliation Issues</i>
							1 CALL WITH COUNSEL FOR FEE EXAMINER RE: USING GARDEN CITY GROUP FOR NOTICING PURPOSES (.2);
							2 DRAFT MEMOS RE: SAME (.3);
							3 CALL WITH GARDEN CITY GROUP (A. FERRANTE) RE: SAME (.1);
	\$455.00	01/20/10	Wed	0.20	0.20	91.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 PREPARE DECEMBER MONTHLY FEE STATEMENT.
	\$455.00	01/22/10	Fri	0.40	0.40	182.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 COORDINATE WITH US TRUSTEE'S OFFICE RE: FILING OF WGM FIRST FEE APP ELECTRONIC FILES WITH US TRUSTEE'S OFFICE.
	\$455.00	01/25/10	Mon	1.90	1.90	864.50	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 PREPARE DECEMBER MONTHLY FEE STATEMENT
	\$455.00	01/27/10	Wed	0.40	0.40	182.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 PREPARE DECEMBER MONTHLY FEE STATEMENT
	\$455.00	01/29/10	Fri	0.60	0.60	273.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 PREPARE DECEMBER MONTHLY FEE STATEMENT
NUMBER OF ENTRIES:			91		186.00	68,580.00	
1100 Burns, G	\$465.00	11/09/09	Mon	0.40	0.40	186.00	0.30
							0.10
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 REVIEW ACTIVITIES PERFORMED SINCE JUNE 1 AND REVISE LIST FOR FEE APPLICATION (.3);
							2 SEND SAME TO M. KAM FOR HIS COMMENTS (.1).
	\$465.00	11/10/09	Tue	0.30	0.30	139.50	0.10
							0.20
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 DRAFT EMAIL TO M. KAM RE: UPDATING FEE APPLICATION LIST (.1);
							2 DRAFT E-MAIL TO S. BUDD RE: INFORMATION REQUESTED BY U.S. ATTORNEY (.2)
NUMBER OF ENTRIES:			2		0.70	325.50	
6820 Castillero, F	\$170.00	10/12/09	Mon	3.80	3.80	646.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES
	\$170.00	10/13/09	Tue	1.70	1.70	289.00	
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6820 Castillero, F			2	5.50	935.00		
			NUMBER OF ENTRIES:				
1535 Christensen, E	\$415.00	12/17/09	Thu	0.20	0.20	83.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND RESPOND TO EMAILS WITH R. BROOKS RE: FEE APPLICATION
			NUMBER OF ENTRIES:	1	0.20	83.00	
1200 Falabella, P	\$415.00	11/02/09	Mon	1.10	1.10	456.50	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CONDUCT RESEARCH ON APPOINTMENT OF FEE EXAMINER
			NUMBER OF ENTRIES:	1	1.10	456.50	
7331 George, C	\$210.00	10/06/09	Tue	0.20	0.20	42.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR.
	\$210.00	10/07/09	Wed	6.50	6.50	1,365.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	10/08/09	Thu	2.10	2.10	441.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	10/09/09	Fri	2.00	2.00	420.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$210.00	10/11/09	Sun	2.00	2.00	420.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	10/12/09	Mon	6.00	6.00	1,260.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$210.00	10/15/09	Thu	4.50	4.50	945.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$210.00	10/16/09	Fri	2.50	2.50	525.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7331 George, C	\$210.00	11/09/09	Mon	2.50	2.50	525.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	11/10/09	Tue	5.20	5.20	1,092.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	11/11/09	Wed	8.20	8.20	1,722.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	11/12/09	Thu	5.70	5.70	1,197.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	11/17/09	Tue	5.20	5.20	1,092.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE EDITS TO THE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$210.00	11/18/09	Wed	2.00	2.00	420.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW OCTOBER BSR TO COMPLY WITH US TRUSTEE GUIDELINES.
	\$210.00	12/04/09	Fri	3.10	3.10	651.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$210.00	12/08/09	Tue	6.10	6.10	1,281.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	12/09/09	Wed	4.80	4.80	1,008.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE NOVEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$210.00	12/10/09	Thu	6.30	6.30	1,323.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE NOVEMBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$240.00	01/06/10	Wed	0.30	0.30	72.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND PRINT NOVEMBER BILLING SUMMARY REPORT.
	\$240.00	01/08/10	Fri	6.30	6.30	1,512.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	\$240.00	01/11/10	Mon	5.00	5.00	1,200.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES.

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7331 George, C	\$240.00	01/20/10	Wed	3.50	3.50	840.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE BILLING SUMMARY REPORT EDITS TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$240.00	01/29/10	Fri	4.00	4.00	960.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES
	NUMBER OF ENTRIES:		23	94.00	20,313.00		
7374 Hausman, J	\$230.00	10/05/09	Mon	3.70	3.70	851.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/06/09	Tue	4.60	4.60	1,058.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/07/09	Wed	6.10	6.10	1,403.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/08/09	Thu	2.40	2.40	552.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/09/09	Fri	1.30	1.30	299.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/12/09	Mon	11.60	11.60	2,668.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/13/09	Tue	6.80	6.80	1,564.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/14/09	Wed	4.10	4.10	943.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/15/09	Thu	5.50	5.50	1,265.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$230.00	10/16/09	Fri	4.50	4.50	1,035.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7374 Hausman, J	\$230.00	10/19/09	Mon	2.10	2.10	483.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/05/09	Thu	1.80	1.80	414.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/08/09	Sun	5.20	5.20	1,196.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/11/09	Wed	10.30	10.30	2,369.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/12/09	Thu	11.20	11.20	2,576.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/16/09	Mon	3.50	3.50	805.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/17/09	Tue	1.90	1.90	437.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	11/18/09	Wed	1.20	1.20	276.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/03/09	Thu	2.30	2.30	529.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/04/09	Fri	3.80	3.80	874.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/06/09	Sun	2.60	2.60	598.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/09/09	Wed	3.30	3.30	759.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/10/09	Thu	5.60	5.60	1,288.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7374 Hausman, J	\$230.00	12/11/09	Fri	9.40	9.40	2,162.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/14/09	Mon	0.90	0.90	207.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/18/09	Fri	1.70	1.70	391.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/20/09	Sun	2.20	2.20	506.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/21/09	Mon	1.20	1.20	276.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/22/09	Tue	2.70	2.70	621.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$230.00	12/23/09	Wed	0.50	0.50	115.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR IN COMPLIANCE WITH US TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$260.00	01/06/10	Wed	3.40	3.40	884.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$260.00	01/07/10	Thu	3.60	3.60	936.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$260.00	01/08/10	Fri	4.60	4.60	1,196.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$260.00	01/10/10	Sun	3.10	3.10	806.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>
	\$260.00	01/11/10	Mon	3.50	3.50	910.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7374 Hausman, J	\$260.00	01/12/10	Tue	11.90	11.90	3,094.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$260.00	01/14/10	Thu	3.40	3.40	884.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	\$260.00	01/19/10	Tue	5.30	5.30	1,378.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR THE PREPARATION OF FEE APPLICATIONS
	NUMBER OF ENTRIES:		38	162.80	38,608.00		
5280 Hines, N	\$415.00	11/11/09	Wed	0.40	0.40	166.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 SUMMARIZE WORK DONE ON THE NARUMANCHI ADVERSARY COMPLAINT FOR MOTORS LIQUIDATION COMPANY FEE APPLICATION
	NUMBER OF ENTRIES:		1	0.40	166.00		
0080 Kerotkin, S	\$950.00	09/12/09	Sat	0.40	0.40	380.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW FEE EXAMINER STIPULATION
	\$950.00	10/06/09	Tue	1.20	1.20	1,140.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE PROPOSED FEE EXAMINER STIPULATION AND TELEPHONE B. MASUMOTO RE: SAME
	\$950.00	10/06/09	Tue	0.30	0.30	285.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW PROPOSED FEE EXAMINER STIPULATION AND TELEPHONE B. MASUMOTO RE: SAME.
	\$950.00	10/23/09	Fri	0.80	0.80	760.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 FINALIZE AND ARRANGE FOR FILING OF SUPPLEMENTAL RETENTION AFFIDAVIT.
	\$950.00	10/27/09	Tue	0.50	0.50	475.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CONFERENCE WITH J. SMOLINSKY AND R. BROOKS RE: FEE APPLICATION.
	\$950.00	11/05/09	Thu	0.30	0.30	285.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 TELEPHONE J. VRIS RE: FEE EXAMINER (.2);
						0.10	2 CONFERENCE H. MILLER RE: SAME (.1).

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0080 Karotkin, S	\$950.00	11/11/09	Wed	0.70	0.70	665.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>ATTEND CONFERENCE CALL WITH U.S. TRUSTEE RE: FEE APPLICATIONS</u>
	\$950.00	12/10/09	Thu	0.40	0.40	380.00	<i>MATTER NAME: Non-Bankruptcy Litigation</i> 1 <u>TELEPHONE CALL WITH J. SMOLMSKY, J. WINE, AND L. BUONOMO RE: 2004 EXAMINER MOTION</u>
	\$950.00	12/21/09	Mon	0.50	0.50	475.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE FEE APPLICATION</u>
	\$950.00	12/22/09	Tue	1.20	1.20	1,140.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE FEE APPLICATION</u>
	\$950.00	12/24/09	Thu	0.80	0.80	760.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE FEE APPLICATION</u>
	\$950.00	12/28/09	Mon	2.60	2.60	2,470.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE FEE APPLICATION</u>
	\$950.00	12/29/09	Tue	0.40	0.40	380.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>CONFERENCE WITH R. BROOKS RE: FEE APPLICATION (.2);</u> 0.20 2 <u>REVIEW EMAILS RE: SAME (.2)</u>
	\$950.00	12/29/09	Tue	0.70	0.70	665.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVISE FEE APPLICATION</u>
	\$950.00	12/30/09	Wed	1.20	1.20	1,140.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE FEE APPLICATION</u>
	\$990.00	01/12/10	Tue	0.50	0.50	495.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>FINALIZE FEE APPLICATION (.4);</u> 0.10 2 <u>TELECONFERENCE WITH M. MEISES RE: MEETING WITH FEE EXAMINER (.1)</u>
	\$990.00	01/13/10	Wed	1.20	1.20	1,188.00	<i>MATTER NAME: Case Administration</i> 1 <u>MEET WITH H. MILLER AND FEE EXAMINER</u>
	\$990.00	01/13/10	Wed	0.30	0.30	297.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE POWERPOINT FOR FEE EXAMINER</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0080 Karotkin, S	\$990.00	01/13/10	Wed	0.40	0.40	396.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 ATTEND TO FEE APPLICATION MATTERS
	\$990.00	01/21/10	Thu	0.20	0.20	198.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 TELEPHONE B. WILLIAMSON RE: FEE HEARING AND RELATED MATTERS
	NUMBER OF ENTRIES:		20	14.60	13,974.00		
7410 Kim, A	\$160.00	10/12/09	Mon	2.90	2.90	464.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR.
	\$160.00	10/19/09	Mon	0.90	0.90	144.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR.
	NUMBER OF ENTRIES:		2	3.80	608.00		
1669 Lederman, E	\$500.00	11/09/09	Mon	0.60	0.60	300.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 EDIT AND REVISE OUTLINE BULLETS FOR FEE APPLICATION
	\$500.00	11/10/09	Tue	1.10	1.10	550.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 DRAFT SUMMARIES FOR WEIL FEE APPLICATIONS (.7); 0.40 2 REVIEW AND RESPOND TO EMAILS WITH R. BROOKS AND L. LAKEN RE: SAME (.4)
	\$500.00	12/18/09	Fri	2.00	2.00	1,000.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SECTION OF WGM FEE APPLICATION (1.6); 0.40 2 REVIEW AND RESPOND TO EMAILS WITH R. BROOKS RE: SAME (.4)
	NUMBER OF ENTRIES:		3	3.70	1,850.00		
6746 Lee, K	\$245.00	10/01/09	Thu	0.60	0.60	147.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 UPDATE FEE CHATS AND E-MAIL TO TEAM

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6746 Lee, K	\$245.00	10/02/09	Fri	4.60	4.60	1,127.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVIEW BILLING SUMMARY REPORT (1.5);
							2 CONFER WITH B. GRANT RE: SAME (.4);
							3 CONFER WITH R. BROOKS RE: SAME (.2);
							4 ATTENTION TO BILLING ISSUES RE: AUGUST MONTHLY BILL (1.5);
							5 REVISE CHARTS AND CONFERENCES WITH G. FUJII (1.0)
	\$245.00	10/15/09	Thu	2.70	2.70	661.50	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 CREATE FEE EXHIBITS FOR FEES (2.2);
							2 CONFER WITH F. HYUN RE: SAME (.2);
	\$245.00	10/16/09	Fri	2.20	2.20	539.00	3 REVISE SAME WITH UPDATES (.3);
							MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$245.00	10/16/09	Fri	2.20	2.20	539.00	1 CONTINUE AND COMPLETE FEE CHARTS WITH BAR DATES, HOURS, FEES AND DISBURSEMENTS FOR SEPTEMBER AND CONFER WITH G. FUJII (2.0);
							2 E-MAIL PERSONS IN PARIS OFFICE FOR BAR DATE OR BAR ADMISSION YEAR (.2);
	\$245.00	10/28/09	Wed	0.80	0.80	196.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE FEE CHARTS AND E-MAIL TO I. RODRIGUEZ
	\$245.00	10/29/09	Thu	0.20	0.20	49.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 CONFER WITH BILLING RE: SEPTEMBER BSR.
	\$245.00	11/02/09	Mon	0.40	0.40	98.00	MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 E-MAIL CORRESPONDENCE WITH G. FUJII RE: SEPTEMBER BSR (.2);
	\$245.00	11/03/09	Tue	2.10	2.10	514.50	2 E-MAIL CORRESPONDENCE WITH R. BROOKS RE: SAME (.2);
							MATTER NAME: WG&M Retention/Billing/Fee Applications
							1 REVISE CHARTS AND REVIEW BSR (1.0);
							2 CONFER WITH G. FUJII RE: SAME (.5);
							3 CONFER WITH R. BROOKS RE: SAME (.2);
	\$245.00	11/03/09	Tue	2.10	2.10	514.50	4 CONFER WITH G. FUJII RE: QUARTERLY FEE APPLICATION (.2);
							5 E-MAIL UPDATED REVISED FEE CHARTS TO R. BROOKS (.2);
							MATTER NAME: WG&M Retention/Billing/Fee Applications
	\$245.00	11/04/09	Wed	0.20	0.20	49.00	1 CONFER WITH R. BROOKS RE: FILING FIRST QUARTERLY FEE APPLICATION

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6746 Lee, K	\$245.00	11/05/09	Thu	0.40	0.40	98.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>CONFER WITH R. BROOKS RE: FEE APPLICATION (.2);</u></p> <p>2 <u>E-MAIL G. FUJII RE: QUARTERLY SUMMARIES (.2).</u></p>
	\$245.00	11/06/09	Fri	6.00	6.00	1,470.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>PREPARE EXHIBITS TO FIRST QUARTERLY FEE APPLICATION.</u></p>
	\$245.00	11/09/09	Mon	9.50	9.50	2,327.50	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>REVIEW AND REVISE DRAFT GM FIRST QUARTERLY FEE APPLICATIONS (9.3);</u></p> <p>2 <u>CONFER WITH R.BROOKS RE: SAME (.2)</u></p>
	\$245.00	11/10/09	Tue	0.20	0.20	49.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>RESPOND TO INQUIRY RE: TIME BILLED IN SEPTEMBER THAT NEEDS TO BE CREDITED FROM R. BROOKS AND G. FUJII</u></p>
	\$245.00	11/11/09	Wed	1.00	1.00	245.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>REVIEW AND RESPOND TO E-MAILS WITH R. BROOKS RE: FEE APPLICATION (.3);</u></p> <p>2 <u>CALL WITH R. BROOKS RE: FEE APPLICATION (.5);</u></p> <p>3 <u>REVISE CHARTS (.2)</u></p>
	\$245.00	11/18/09	Wed	0.50	0.50	122.50	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>E-MAIL R. BROOKS RE: TEMPORARY PARALEGALS (.2);</u></p> <p>2 <u>CONFER AND E-MAIL G. FUJII RE: SAME (.2);</u></p> <p>3 <u>REVIEW INVOICES (.1)</u></p>
	\$245.00	11/18/09	Wed	0.60	0.60	147.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>CONFER WITH G. FUJII RE: SEPTEMBER, OCTOBER AND QUARTERLY FEE APPLICATION (.4);</u></p> <p>2 <u>CONFER WITH R. BROOKS RE: SAME (.2);</u></p>
	\$245.00	11/18/09	Wed	3.00	3.00	735.00	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>CONFER WITH BILLING RE: QUARTERLY FEE APPLICATION AND SEPTEMBER FEE STATEMENT (.5);</u></p> <p>2 <u>CREATE FEE CHARTS FOR OCTOBER (2.5)</u></p>
	\$245.00	11/19/09	Thu	4.10	4.10	1,004.50	<p><i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i></p> <p>1 <u>CORRESPOND AND CONFER WITH R. BROOKS RE: OCTOBER BSR (.2);</u></p> <p>2 <u>CONFER AND E-MAIL WITH G. FUJII RE: SAME (.8);</u></p> <p>3 <u>REVIEW BACKUP (.7);</u></p> <p>4 <u>UPDATE AND REVISE OCTOBER FEE CHARTS -BAR DATE, DEPARTMENT AND COST SECTION (1.2);</u></p> <p>5 <u>RETRIEVE AND REVIEW PRIOR STATEMENTS AND COMPARE TO FIRST QUARTERLY FEE APPLICATION (1.2)</u></p>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6746 Lee, K	\$245.00	11/20/09	Fri	0.20	0.20	49.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BACK UP RE: WESTLAW CHARGE AND E-MAIL R. BROOKS RE: SAME
	\$245.00	12/10/09	Thu	3.60	3.60	882.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 CREATE FEE CHARTS FOR NOVEMBER BSR INCLUDING OBTAINING DEPARTMENTS AND BAR DATES FOR ATTORNEYS (3.0); 0.20 2 E-MAIL G. FUJII RE: REQUEST TO PULL BACK UP FOR 3 DISBURSEMENT GROUP CODES (2); 0.20 3 CONFER WITH G. FUJII RE: SAME (2); 0.20 4 E-MAIL I. RODRIGUEZ AND R. BROOKS RE: SAME (2)
	\$245.00	12/15/09	Tue	0.30	0.30	73.50	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BACK UP TO DISBURSEMENT ISSUES FOR NOVEMBER BSR (1); 0.20 2 CONFER WITH R. BROOKS RE: SAME (2)
	\$245.00	12/16/09	Wed	2.20	2.20	539.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVISE FIRST QUARTERLY FEE APPLICATION (1.2); 0.40 2 CALL WITH G. FUJII RE: SAME (4); 0.20 3 CONFER WITH R. BROOKS RE: SAME (2); 0.40 4 REVIEW AND RESPOND TO E-MAIL WITH I. RODRIGUEZ RE: BACK UP TO DISBURSEMENTS (4).
	\$245.00	12/17/09	Thu	0.40	0.40	98.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW E-MAILS FROM R. BROOKS AND G. FUJII RE: DISBURSEMENTS (2); 0.20 2 REVISE CHARTS RE: SAME (2)
	\$245.00	12/31/09	Thu	0.60	0.60	147.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVISE FIRST FEE APPLICATION FEE CHARTS (5); 0.10 2 E-MAIL R. BROOKS RE: SAME (1)
	\$275.00	01/04/10	Mon	0.30	0.30	82.50	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 CONFERENCE WITH G. FUJII RE: FIRST QUARTERLY FEE APPLICATION (2); 0.10 2 REVIEW WRITE OFFS (1)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE		ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION							
6746 Lee, K	\$275.00	01/05/10	Tue	2.40	2.40	660.00	0.70	MATTER NAME: WG&M Retention/Billing/Fee Applications							
							0.10	1 REVISE EXHIBITS FOR FIRST QUARTERLY FEE APPLICATION (.7);							
							0.20	2 E-MAIL G. FUJII RE: SAME AND REVIEW OF SAME (.1);							
							0.20	3 CONFER WITH G. FUJII RE: FINAL FEE APPLICATION (.2);							
							0.40	4 CONFER WITH R. BROOKS RE: FINAL FEE APPLICATION (.2);							
							0.10	5 REVIEW BACK UP TO FEE CHARTS AND COMPARE SAME (.4);							
							0.40	6 E-MAIL BILLING RE: DECEMBER BILLING SUMMARY REPORT (.1);							
							0.20	7 REVISE TASK CODE SUMMARY (.4);							
							0.10	8 CONFER WITH G. FUJII RE: FEE APPLICATION (.2);							
	\$275.00	01/06/10	Wed	1.50	1.50	412.50	1.10	MATTER NAME: WG&M Retention/Billing/Fee Applications							
							0.30	1 REVISE FIRST QUARTERLY FEE APPLICATION AND REVIEW BILLING SUMMARY REPORT (1.1);							
							0.10	2 CONFER WITH R. BROOKS RE: SAME (.3);							
								3 E-MAIL SAME (.1)							
							\$275.00	01/12/10	Tue	1.10	1.10	302.50	0.60	MATTER NAME: WG&M Retention/Billing/Fee Applications	
													0.20	1 CALCULATE DISBURSEMENT FOR FEE AUDITOR REQUEST (.6);	
													0.20	2 E-MAIL SAME FOR NOVEMBER (.2);	
													0.10	3 E-MAIL R. BROOKS RE: SAME (.2);	
														4 CONFER WITH SAME (.1)	
	\$275.00	01/15/10	Fri	2.00	2.00	550.00							1.80	MATTER NAME: WG&M Retention/Billing/Fee Applications	
													0.20	1 CREATE FEE CHARTS FOR ATTORNEY TIME FOR DECEMBER (1.8);	
														2 CONFER WITH G. FUJII RE: SAME (.2).	
													NUMBER OF ENTRIES: 29		
							7364 Mehta, M	\$160.00	10/05/09	Mon	4.50	4.50	720.00		MATTER NAME: WG&M Retention/Billing/Fee Applications
														1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.	
\$160.00								10/06/09	Tue	3.50	3.50	560.00		MATTER NAME: WG&M Retention/Billing/Fee Applications	
													1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.		
\$160.00	10/07/09	Wed	2.00	2.00	320.00			MATTER NAME: WG&M Retention/Billing/Fee Applications							
						1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.									

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7364 Mehta, M	\$160.00	10/08/09	Thu	3.50	3.50	560.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/09/09	Fri	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/10/09	Sat	5.00	5.00	800.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/11/09	Sun	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/13/09	Tue	5.00	5.00	800.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/15/09	Thu	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	10/18/09	Sun	5.00	5.00	800.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER 2009 BSR PURSUANT TO U.S. TRUSTEE GUIDELINES.
	\$160.00	11/09/09	Mon	4.50	4.50	720.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/06/09	Sun	4.00	4.00	640.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/07/09	Mon	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/08/09	Tue	4.00	4.00	640.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/09/09	Wed	2.00	2.00	320.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/10/09	Thu	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
7364 Mehta, M	\$160.00	12/11/09	Fri	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/19/09	Sat	3.00	3.00	480.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$160.00	12/20/09	Sun	4.00	4.00	640.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER 2009 BSR PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$180.00	01/11/10	Mon	4.00	4.00	720.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER 2009 BILLING SUMMARY REPORT PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$180.00	01/12/10	Tue	4.00	4.00	720.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER 2009 BILLING SUMMARY REPORT PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$180.00	01/13/10	Wed	3.50	3.50	630.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER 2009 BILLING SUMMARY REPORT PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
	\$180.00	01/20/10	Wed	3.00	3.00	540.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SECOND ROUND DECEMBER 2009 BILLING SUMMARY REPORT PURSUANT TO UNITED STATES TRUSTEE GUIDELINES.
NUMBER OF ENTRIES:			23	82.50	13,490.00		
0487 Meises, M	\$650.00	10/02/09	Fri	0.30	0.30	195.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AUGUST BSR.
	\$650.00	10/22/09	Thu	0.20	0.20	130.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 MEET R. BROOKS RE: WGM FEE APPLICATION.
	\$650.00	10/23/09	Fri	1.40	1.40	910.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 TELECONFERENCE WITH R. BROOKS RE: FEE APPLICATION (.5); 2 REVIEW SEPTEMBER BILL (.9)
	\$650.00	10/26/09	Mon	1.50	1.50	975.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR.

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0487 Meises, M	\$650.00	11/02/09	Mon	4.90	4.90	3,185.00	4.80 0.10
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR (4.8); 2 TELECONFERENCE R. BROOKS RE: SAME (.1).
	\$650.00	11/04/09	Wed	0.20	0.20	130.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CONFER WITH R. BROOKS RE: FEE APPLICATION.
	\$650.00	11/05/09	Thu	0.60	0.60	390.00	0.10 0.20 0.30
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CONFER WITH R. BROOKS RE: FEE STATEMENT (.1); 2 CONFER WITH R. BROOKS RE: FEE APPLICATION (.2); 3 REVIEW SAME (.3).
	\$650.00	11/09/09	Mon	0.30	0.30	195.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND RESPOND TO EMAILS RE: FEE APPLICATION.
	\$650.00	11/17/09	Tue	0.20	0.20	130.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 MEET R. BROOKS RE: FEE APPLICATION.
	\$650.00	11/18/09	Wed	0.20	0.20	130.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 TELECONFERENCE R. BROOKS RE: FEE APPLICATION.
	\$650.00	11/19/09	Thu	4.80	4.80	3,120.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE FEE APPLICATION.
	\$650.00	11/20/09	Fri	6.50	6.50	4,225.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE FEE APPLICATION.
	\$650.00	11/23/09	Mon	7.20	7.20	4,680.00	2.00 0.50 4.70
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVISE FEE APPLICATION (2.0); 2 MEET R. BROOKS RE: SAME (.5); 3 REVIEW OCTOBER BSR (4.7).
	\$650.00	12/14/09	Mon	0.80	0.80	520.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW OCTOBER BSR
	\$650.00	12/15/09	Tue	0.10	0.10	65.00	1
							MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW FEE APPLICATION

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0487 Meises, M	\$650.00	12/16/09	Wed	1.40	1.40	910.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW OCTOBER BSR
	\$650.00	12/17/09	Thu	4.20	4.20	2,730.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW OCTOBER BSR (.5); 0.20 2 CALL WITH R. BROOKS RE: FEE APPLICATION (.2); 3.50 3 REVISE FEE APPLICATION (3.5)
	\$700.00	01/04/10	Mon	1.20	1.20	840.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BILLING SUMMARY REPORT
	\$700.00	01/05/10	Tue	0.20	0.20	140.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BILLING SUMMARY REPORT.
	\$700.00	01/06/10	Wed	2.60	2.60	1,820.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.20 1 PARTICIPATE ON TELEPHONE CONFERENCE WITH R. BROOKS RE: FEE APPLICATION (.2); 2.40 2 REVISE FEE APPLICATION (2.4).
	\$700.00	01/07/10	Thu	6.00	6.00	4,200.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SERVICES IN CONNECTION WITH 363 TRANSACTION FOR DIVISION OF FEES BETWEEN OLD GENERAL MOTORS AND NEW GENERAL MOTORS.
	\$700.00	01/08/10	Fri	0.80	0.80	560.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.60 1 WORK ON FEE APPLICATION (.6); 0.20 2 REVIEW EMAIL RE: BUDGET (.2).
	\$700.00	01/11/10	Mon	1.40	1.40	980.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BILLING SUMMARY REPORT.
	\$700.00	01/12/10	Tue	5.10	5.10	3,570.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.10 1 TELEPHONE CONFERENCE WITH S. KAROTKIN RE: MEETING WITH FEE EXAMINER (.1); 4.70 2 PREPARE PRESENTATION FOR MEETING WITH FEE EXAMINER RE: CASE STATUS & UPCOMING PROJECTS (4.7); 0.30 3 MEET WITH R. BROOKS RE: NOTICE OF FEE HEARING & RELATED ISSUES (.3).
	\$700.00	01/13/10	Wed	1.30	1.30	910.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 0.20 1 REVISE SLIDES FOR MEETING WITH FEE EXAMINER (.2); 0.30 2 REVIEW NOVEMBER BILLING SUMMARY REPORT (.3); 0.40 3 TELEPHONE CONFERENCE WITH R. BROOKS RE: FEE APPLICATION (.4); 0.40 4 REVIEW FEE APPLICATION (.4).

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0487 Meises, M	\$700.00	01/25/10	Mon	1.00	1.00	700.00	0.10
							0.90
	\$700.00	01/28/10	Thu	0.10	0.10	70.00	
	NUMBER OF ENTRIES:		27		54.50	36,410.00	
0020 Miller, H	\$950.00	10/06/09	Tue	0.40	0.40	380.00	
	\$950.00	10/06/09	Tue	0.20	0.20	190.00	
	\$950.00	10/06/09	Tue	0.20	0.20	190.00	
	\$950.00	10/07/09	Wed	0.20	0.20	190.00	
	\$950.00	10/07/09	Wed	0.20	0.20	190.00	
	\$950.00	10/08/09	Thu	0.20	0.20	190.00	
	\$950.00	10/14/09	Wed	0.20	0.20	190.00	
	\$950.00	10/14/09	Wed	0.20	0.20	190.00	
	\$950.00	10/14/09	Wed	0.20	0.20	190.00	

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 TELEPHONE CONFERENCE WITH R. BROOKS RE: BILLING SUMMARY REPORT (.1);

2 REVIEW DECEMBER BILLING SUMMARY REPORT (.9).

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 REVIEW DECEMBER BILLING SUMMARY REPORT.

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 TELEPHONE CALL WITH T. MAYER RE: EVERCORE AND FEE EXAMINER

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 REVIEW B. MASUMOTO REVISIONS TO FEE EXAMINER ORDER

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 TELEPHONE CALL WITH R. TROST RE: FEE EXAMINER

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 TELEPHONE CALL WITH T. MAYER

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 EMAIL OFFICE OF U.S. TRUSTEE RE: FEE EXAMINER CANDIDATES

MATTER NAME: WG&M Retention/Billing/Fee Applications

1 FEE EXAMINER - EDIT PROPOSED STIPULATION AND ORDER.

MATTER NAME: Case Administration

1 TELEPHONE CALL WITH T. MAYER RE: FEE EXAMINER

MATTER NAME: Case Administration

1 EMAIL OFFICE OF U.S. TRUSTEE RE: FEE EXAMINER

MATTER NAME: Case Administration

1 CONFERENCE WITH S. KAROTKIN RE: UNSECURED CREDITORS COMMITTEE NOMINEES FOR FEE EXAMINER

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0020 Miller, H	\$950.00	11/04/09	Wed	0.20	0.20	190.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 HEARING DATE FOR FEE APPLICATIONS
	\$950.00	11/11/09	Wed	0.20	0.20	190.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 CALL WITH T. MAYER RE: FEE EXAMINER ISSUES.
	\$950.00	11/11/09	Wed	0.40	0.40	380.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 REVIEW EMAILS WITH U.S. TRUSTEE RE: FEE EXAMINER ISSUE
	\$950.00	12/09/09	Wed	0.20	0.20	190.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 TELEPHONE CALL WITH D. ADAMS RE: FEE EXAMINER
	\$950.00	12/11/09	Fri	0.20	0.20	190.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 REVIEW EMAILS RE: FEE EXAMINER
	\$950.00	12/16/09	Wed	0.60	0.40	380.00	MATTER NAME: US Trustee Issues/Meetings/Communications 0.40 1 REVIEW WILLIAMSON DRAFT AND AFFIDAVIT FOR FEE EXAMINER (.4); 0.20 2 DRAFT EMAIL TO OFFICE OF U.S. TRUSTEE (.2)
	\$950.00	12/19/09	Sat	0.20	0.20	190.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 REVIEW EMAILS RE: FEE EXAMINER STATUS
	\$950.00	12/21/09	Mon	0.80	0.80	760.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 FEE EXAMINER - AFFIRMED AND EMAILS TO U.S. TRUSTEE
	\$950.00	12/22/09	Tue	0.40	0.40	380.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 COMMUNICATIONS WITH U.S. TRUSTEE RE: FEE EXAMINER
	\$950.00	12/23/09	Wed	0.60	0.60	570.00	MATTER NAME: US Trustee Issues/Meetings/Communications 1 FEE EXAMINER - STIPULATION AND ORDER - EMAIL
	\$990.00	01/04/10	Mon	0.40	0.40	396.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 FEE EXAMINER CONFERENCE CALL
	\$990.00	01/04/10	Mon	0.40	0.40	396.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 EMAIL S. KAROTKIN RE: PRESENTATION TO FEE EXAMINER

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
0020 Miller, H	\$990.00	01/13/10	Wed	1.50	1.50	1,485.00	<i>MATTER NAME: Case Administration</i>
							1 <u>PREPARE FOR MEETING WITH FEE EXAMINER (.3);</u>
							2 <u>MEET WITH S. KAROTKIN AND FEE EXAMINER B. WILLIAMSON (1.2)</u>
		NUMBER OF ENTRIES:	22		7.90	7,597.00	
1455 Pae, J	\$415.00	11/09/09	Mon	2.20	2.20	913.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 <u>DRAFT TASK CODE DESCRIPTIONS FOR GM BANKRUPTCY CASE (1.3);</u>
							2 <u>SEND EMAIL TO M. GOODMAN RE: SAME (.2);</u>
		NUMBER OF ENTRIES:	1		2.20	913.00	3 <u>REVISE SAME (.7);</u>
6718 Prindle, K	\$180.00	11/05/09	Thu	2.70	2.70	486.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	11/06/09	Fri	3.30	3.30	594.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	11/08/09	Sun	2.00	2.00	360.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW OCTOBER 2009 BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	11/10/09	Tue	1.50	1.50	270.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH US TRUSTEE GUIDELINES.</u>
	\$180.00	11/11/09	Wed	3.90	3.90	702.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH US TRUSTEE GUIDELINES.</u>
	\$180.00	11/12/09	Thu	3.90	3.90	702.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	11/13/09	Fri	4.00	4.00	720.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	11/17/09	Tue	4.00	4.00	720.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE BILLING SUMMARY REPORT TO COMPLY WITH US TRUSTEE GUIDELINES.</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6718 Prindle, K	\$180.00	12/09/09	Wed	4.00	4.00	720.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$180.00	12/10/09	Thu	6.30	6.30	1,134.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE BSR TO COMPLY WITH US TRUSTEE GUIDELINES.
	\$180.00	12/11/09	Fri	4.30	4.30	774.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE BSR TO COMPLY WITH US TRUSTEE GUIDELINES.
	\$180.00	12/22/09	Tue	2.10	2.10	378.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$200.00	01/13/10	Wed	5.00	5.00	1,000.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$200.00	01/14/10	Thu	6.10	6.10	1,220.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$200.00	01/19/10	Tue	4.50	4.50	900.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SECOND ROUND EDITS TO BILLING SUMMARY REPORT TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
NUMBER OF ENTRIES:			15	57.60	10,680.00		
6558- Rodriguez, I	\$180.00	10/02/09	Fri	1.60	1.60	288.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE AND MAIL AUGUST 2009 FEE STATEMENT
	\$180.00	10/05/09	Mon	1.00	1.00	180.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 ASSIGN AND DISTRIBUTE BSR FOR REVIEW OF SEPTEMBER 2009.
	\$180.00	10/09/09	Fri	4.00	4.00	720.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$180.00	10/12/09	Mon	4.50	4.50	810.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$180.00	10/13/09	Tue	5.80	5.80	1,044.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COMPLETE REVIEW OF SEPTEMBER BSR.

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6558 Rodriguez, I	\$180.00	10/15/09	Thu	1.40	1.40	252.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW EDITS FOR SEPTEMBER 2009 BSR</u>
	\$180.00	10/16/09	Fri	4.00	4.00	720.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW SEPTEMBER BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.</u>
	\$180.00	10/19/09	Mon	6.00	6.00	1,080.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>FINISH AND DELIVER ROUND TWO OF SEPTEMBER 2009 BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES</u>
	\$180.00	10/22/09	Thu	7.00	2.00	360.00	<i>MATTER NAME: Case Administration</i> 1 PREPARE TO FILE ALIXPARTNERS QUARTLY REPORT (3.0); 1.20 2 COMPILE LIST OF ORDERS ENTERED SINCE 9/15/2009 (1.2); 0.60 3 CONTINUE TO PREPARE AGENDA FOR NOV. 6TH HEARING (.6); 2.00 4 ASSIST R. BROOKS WITH PREPARATION OF FEE APPLICATION (2.0); 0.20 5 DOCKET UPDATES RE: BILL HEARD 08-83029 (2)
	\$180.00	10/27/09	Tue	3.00	3.00	540.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW SEPTEMBER BSR.</u>
	\$180.00	10/28/09	Wed	4.00	4.00	720.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW SEPTEMBER BSR (3.5); 0.50 2 <u>PREPARE AND SUBMIT TO BILLING (.5).</u>
	\$180.00	10/28/09	Wed	2.00	2.00	360.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW SEPTEMBER BSR.</u>
	\$180.00	10/29/09	Thu	4.50	4.50	810.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 0.10 1 <u>CONFERENCE WITH G. FUJII RE: NEW EDITS AND UPDATED BSR (.1);</u> 4.40 2 <u>CONTINUE TO REVIEW SEPTEMBER BSR (4.4).</u>
	\$180.00	10/30/09	Fri	1.00	1.00	180.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW SEPTEMBER 2009 BSR</u>
	\$180.00	11/02/09	Mon	3.20	3.20	576.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>FINISH REVIEW OF BSR.</u>

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6558 Rodriguez, I	\$180.00	11/03/09	Tue	4.50	72.00	0.40	<i>MATTER NAME: Case Administration</i> 1 FILE STIPULATION FOR B. BENFEILD (.4);
						2.00	2 PREPARE BILL HEARD BINDER FOR E. LEDERMAN (2.0);
						0.30	3 PREPARE AND FILE NOTICE OF CHANGE OF HEARING (.3);
						0.40	4 PREPARE FEE STATEMENT FOR MAILING (.4);
						1.40	5 PREPARE AND FILE 9019 MOTION FOR E. LEDERMAN (1.4)
	\$180.00	11/05/09	Thu	1.10	198.00	1.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 COORDINATE AND DISTRIBUTE ASSIGNMENTS FOR THE REVIEW OF THE OCTOBER 2009 BSR (1.0);
						0.10	2 REQUEST UPDATED LIST FROM BILLING -TASK CODE AND TIMEKEEPERS (.1).
	\$180.00	11/06/09	Fri	5.70	1,026.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.
	\$180.00	11/09/09	Mon	3.30	594.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.
	\$180.00	11/10/09	Tue	0.30	54.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES FOR FEE APPLICATIONS
	\$180.00	11/11/09	Wed	0.20	36.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW OCTOBER BSR AND SEND EMAIL TO R. BROOKS RE: DEADLINE ON BEHALF OF ALL REVIEWERS
	\$180.00	11/12/09	Thu	6.60	1,188.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW AND REVISE OCTOBER BSR TO COMPLY WITH U.S. TRUSTEE GUIDELINES.
	\$180.00	11/13/09	Fri	6.00	1,080.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 REVIEW BSR FOR COMPLIANCE WITH U.S. TRUSTEE
	\$180.00	11/16/09	Mon	1.10	198.00		<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 FINISH REVIEWING BSR

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6558 Rodriguez, I	\$180.00	11/19/09	Thu	8.00	0.20	36.00	<i>MATTER NAME: Case Administration</i>
							1 UPDATE AND FILE AMENDED AGENDA LETTER FOR NOVEMBER 20TH HEARING (.5);
							3.20 2 HEARING PREPARATION FOR NOVEMBER 20, 2009 (.3.2);
							0.30 3 EMAIL NOTICING AGENT AND CHAMBERS RE: SAME (.3);
							0.70 4 PREPARE AND FILE STIPULATION FOR E. LEDERMAN DOCKET 4483 (.7);
							0.30 5 EMAIL NOTICING AGENT AND CHAMBERS RE: SAME (.3);
							0.20 6 CORRESPONDENCE WITH D. FLINN RE: FILING STIPULATION FOR B. BENFELD (.2);
							0.20 7 CORRESPONDENCE WITH BILLING RE: BSR (.2);
							0.10 8 CORRESPONDENCE WITH LIBRARY RE: CASES PULLED FROM PARKER BRIEF (.1);
							2.00 9 DOCUMENT REQUEST FROM M. MEISES (2.0);
							0.50 10 START PREPARING BINDER OF CASES CITED IN PARKER BRIEF (.5)
							<i>MATTER NAME: DIP Financing / Cash Collateral</i>
							1 COORDINATE WITH BILLING AND R. BROOKS RE: OCTOBER BSR.
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 DISTRIBUTE BSR ASSIGNMENTS TO C. GEORGE, K. PRINDLE, M. MEHTA AND J. HAUSMAN
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 ASSIGN AND DISTRIBUTE BSR ASSIGNMENTS FOR NOVEMBER 2009 BSR (.5);
							1.50 2 REVIEW OCTOBER BSR (1.5)
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							0.20 1 COMMUNICATE WITH BILLING AND R. BROOKS RE: OCTOBER AND NOVEMBER BSR (.2);
							0.50 2 REVIEW BSR (.5)
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 REVIEW NOVEMBER BSR TO COMPLY WITH U.S TRUSTEE GUIDELINES
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 FINISH EDITING NOVEMBER BSR
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							1 EDIT TASK CODES FROM OCTOBER BSR AS PER R. BROOKS
							<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i>
							5.20 1 EDIT TASK CODES IN OCTOBER BSR PER R. BROOKS INSTRUCTIONS (5.2);
							0.30 2 CALL WITH R. BROOKS RE: SAME (.3)

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6558 Rodriguez, I	\$180.00	12/16/09	Wed	3.90	3.90	702.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE MATERIALS FOR DECEMBER 16TH HEARING RE: FEE ISSUE
	\$180.00	12/16/09	Wed	3.30	3.30	594.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 INCORPORATE ATTORNEY EDITS TO OCTOBER BSR
	\$180.00	12/17/09	Thu	8.80	8.80	1,584.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE OCTOBER BSR EDITS RE: TASK CODES
	\$180.00	12/18/09	Fri	7.10	7.10	1,278.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND ORGANIZE EDITS TO NOVEMBER BSR (6.7); 0.40 2 DRAFT MEMORANDUM TO BILLING RE: SAME (.4)
	\$180.00	12/21/09	Mon	6.50	6.50	1,170.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.
	\$180.00	12/22/09	Tue	6.50	6.50	1,170.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW NOVEMBER BSR FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/04/10	Mon	0.30	0.30	60.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE REVIEW OF BILLING SUMMARY REPORT (.2); 0.10 2 CONFER WITH R. BROOKS RE: SAME (.1)
	\$200.00	01/06/10	Wed	3.20	3.20	640.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 COORDINATE BILLING SUMMARY REPORT ASSIGNMENTS (.5); 0.20 2 CONFER WITH R. BROOKS RE: SAME (.2); 2.50 3 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH UNITED STATES TRUSTEE GUIDELINES (2.5)
	\$200.00	01/07/10	Thu	5.90	5.90	1,180.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE OF U.S. TRUSTEE GUIDELINES
	\$200.00	01/11/10	Mon	2.00	2.00	400.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/12/10	Tue	2.50	2.50	500.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 CREATE CHART OF DISBURSEMENT SUMMARY FOR R. BROOKS

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6558 Rodriguez, I	\$200.00	01/12/10	Tue	2.00	2.00	400.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/13/10	Wed	2.00	2.00	400.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/13/10	Wed	3.30	3.30	660.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 PREPARE AND FILE WGM'S FIRST INTERIM FEE APPLICATION.
	\$200.00	01/14/10	Thu	4.00	4.00	800.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/19/10	Tue	1.50	1.50	300.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW DECEMBER BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES.
	\$200.00	01/20/10	Wed	2.70	2.70	540.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/21/10	Thu	8.20	8.20	1,640.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW BILLING SUMMARY REPORT FOR COMPLIANCE WITH U.S. TRUSTEE GUIDELINES
	\$200.00	01/22/10	Fri	0.80	0.80	160.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 ANSWER QUESTIONS FROM BILLING RE: EDITS (.3); 0.50 2 PREPARE AND MAIL FEE STATEMENT TO UNITED STATES TRUSTEE (.5)
NUMBER OF ENTRIES:			52	165.10	30,486.00		
7689 Sam, M	\$235.00	12/21/09	Mon	0.30	0.30	70.50	MATTER NAME: Administrative Claims 1 COMMUNICATION WITH CASE TEAM RE: BILLING OF DATABASE EXPORT
	NUMBER OF ENTRIES:			1	0.30	70.50	
6835 Siebel, P	\$210.00	10/07/09	Wed	5.60	5.60	1,176.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW SEPTEMBER BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES
	\$210.00	10/09/09	Fri	7.80	7.80	1,638.00	MATTER NAME: WG&M Retention/Billing/Fee Applications 1 REVIEW AND REVISE SEPTEMBER BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
6835 Siebel, P	\$210.00	10/12/09	Mon	5.40	5.40	1,134.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE SEPTEMBER BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES</u>
	\$210.00	10/14/09	Wed	2.00	2.00	420.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW EDITS FOR SEPTEMBER BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES</u>
	\$210.00	10/19/09	Mon	2.70	2.70	567.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>SECOND REVIEW OF EDITS FOR SEPTEMBER BSR IN COMPLIANCE WITH U.S. TRUSTEE'S GUIDELINES</u>
	NUMBER OF ENTRIES:		5	23.50	4,935.00		
0663 Smolinsky, J	\$825.00	10/27/09	Tue	2.80	2.80	2,310.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>CONFERENCES WITH R. BROOKS RE: DRAFTING FEE APPLICATION.</u>
	\$825.00	10/28/09	Wed	3.80	3.80	3,135.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW AND REVISE MONTHLY BSRS (3.1);</u> 2 <u>CALL WITH R. BROOKS RE: FEE APPLICATION PREPARATION AND DESCRIPTION OF SERVICES (.7).</u>
	\$825.00	11/02/09	Mon	1.70	1.70	1,402.50	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>CONFERENCE WITH R. BROOKS RE: WGM FEE APPLICATION AND PROJECT DESCRIPTIONS.</u>
	\$825.00	11/30/09	Mon	1.20	1.20	990.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSRS</u>
	\$900.00	01/31/10	Sun	1.30	1.30	1,170.00	<i>MATTER NAME: WG&M Retention/Billing/Fee Applications</i> 1 <u>REVIEW BSRS.</u>
	NUMBER OF ENTRIES:		5	10.80	9,007.50		
Total				943.50	\$276,766.00		
Number of Entries:	378						

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
Aliseo, N	6927	5.10	\$160.00	816.00
Amponsah, D	6828	3.50	\$200.00	700.00
Arons, A	5318	0.50	\$355.00	177.50
Benfield, B	5560	0.40	\$355.00	142.00
Berkovich, R	3331	1.90	\$630.00	1,197.00
		1.20	\$725.00	870.00
Brooks, R	5334	160.50	\$355.00	56,977.50
		25.50	\$455.00	11,602.50
Burns, G	1100	0.70	\$465.00	325.50
Castillero, F	6820	5.50	\$170.00	935.00
Christensen, E	1535	0.20	\$415.00	83.00
Falabella, P	1200	1.10	\$415.00	456.50
George, C	7331	74.90	\$210.00	15,729.00
		19.10	\$240.00	4,584.00
Hausman, J	7374	124.00	\$230.00	28,520.00
		38.80	\$260.00	10,088.00
Hines, N	5280	0.40	\$415.00	166.00
Karotkin, S	0080	12.00	\$950.00	11,400.00
		2.60	\$990.00	2,574.00
Kim, A	7410	3.80	\$160.00	608.00
Lederman, E	1669	3.70	\$500.00	1,850.00
Lee, K	6746	46.40	\$245.00	11,368.00
		7.30	\$275.00	2,007.50
Mehta, M	7364	68.00	\$160.00	10,880.00
		14.50	\$180.00	2,610.00
Meises, M	0487	34.80	\$650.00	22,620.00
		19.70	\$700.00	13,790.00
Miller, H	0020	5.60	\$950.00	5,320.00
		2.30	\$990.00	2,277.00
Pae, J	1455	2.20	\$415.00	913.00
Prindle, K	6718	42.00	\$180.00	7,560.00
		15.60	\$200.00	3,120.00
Rodriguez, I	6558	126.70	\$180.00	22,806.00
		38.40	\$200.00	7,680.00
Sam, M	7689	0.30	\$235.00	70.50
Siebel, P	6835	23.50	\$210.00	4,935.00
Smolinsky, J	0663	9.50	\$825.00	7,837.50
		1.30	\$900.00	1,170.00
		943.50		\$276,766.00

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EXHIBIT D

WEIL COMPENSATION

Weil, Gotshal & Manges

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
Administrative Claims	0.30	70.50
Bar Date Motion and Claims Reconciliation Issues	0.20	91.00
Case Administration	5.90	3,711.00
DIP Financing / Cash Collateral	0.50	90.00
Non-Bankruptcy Litigation	0.60	451.00
US Trustee Issues/Meetings/Communications	3.40	3,230.00
WG&M Retention/Billing/Fee Applications	932.60	269,122.50
	<u>943.50</u>	<u>\$276,766.00</u>